

RECEIVED
MAY 10 11 PM '04
TO A LOCKET ROOM

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

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MICHAEL D O'CONNOR PATRICK D CROCKER
HAROLD E FISCHER, JR. ANDREW J VORBRICH
LAWRENCE M BRENTON TYREN R CUDNEY
GORDON C MILLER STEVEN M BROWN
GARY P BARTOSIEWICZ KRISTEN L GETTING
BLAKE D CROCKER

OF COUNSEL
THOMPSON BENNETT
JOHN T PETERS, JR.

VINCENT T EARLY
(1922 - 2001)
JOSEPH J BURGIE
(1926 - 1992)

May 10, 2004

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 04-00075
 Tennessee Telephone Service, LLC
 d/b/a Freedom Communications, LLC
 d/b/a Freedom Communications USA, LLC
 ("Freedom")

Dear Sir:

In accordance with the request of Staff member Patsy Fulton, enclosed for filing with the Regulatory Authority, please find an original and thirteen (13) copies of the above captioned corporation's responses to the TRA's data request as follows:

1. Attached as **Attachment A**, please find the certificates as issued by the Tennessee Department of State to transact business in the State of Tennessee as Tennessee Telephone Service, LLC, d/b/a Freedom Communications, LLC, d/b/a Freedom Communications USA, LLC;
2. **Attachment B** identifies an additional source of funding available to Freedom; and
3. Revised sample pre-filed testimony describing Freedom's financial, technical and managerial ability to provide telecommunications services in the State of Tennessee is attached hereto as **Attachment C**.

We intend to review Attachment C with Patsy Fulton this week to ensure that Staff finds this testimony complete.

In addition, enclosed is a duplicate copy of this letter. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.



Patrick D. Crocker
PDC/ren

cc: Patsy Fulton

Attachment A

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 06/24/2003
REQUEST NUMBER: 03175532
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/08/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0384308
JURISDICTION: TENNESSEE

TO:
TENNESSEE TELEPHONE SERVICE, LLC
%JANICE CAUTHERN
PO BOX 1995
DICKSON, TN 37056

REQUESTED BY:
TENNESSEE TELEPHONE SERVICE, LLC
%JANICE CAUTHERN
PO BOX 1995
DICKSON, TN 37056

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"TENNESSEE TELEPHONE SERVICE, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/24/03

FROM:
TENNESSEE TELEPHONE SERVICE LLC(DICKSON)
PO BOX 1995
DICKSON, TN 37056-0000


RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003319957
ACCOUNT NUMBER: 00368527



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

<p style="text-align: center;">State of Tennessee</p> <div style="text-align: center;">  Department of State Corporation Section 18th Floor, James K. Polk Building Nashville, TN 37243-0306 </div> <p style="text-align: center; font-weight: bold;">ARTICLES OF ORGANIZATION (LIMITED LIABILITY COMPANY)</p>	<p style="text-align: center; font-size: small;">For Office Use Only</p> <p style="text-align: center; font-size: 2em; font-weight: bold;">FILED</p>
<p>The undersigned acting as organizer(s) of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, § 48-205-101, adopts the following Articles of Organization.</p>	
<p>1. The name of the Limited Liability Company is.</p> <p style="text-align: center; font-size: 1.2em;">Tennessee Telephone Service, LLC</p> <p style="font-size: small;">(NOTE: Pursuant to the provisions of § 48-207-101, each limited liability company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")</p>	
<p>2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is.</p> <p style="text-align: center; font-size: 1.2em;">Bart W. Howard</p> <p style="font-size: small;">(Name)</p> <p style="text-align: center; font-size: 1.2em;">201 Skyline Drive Dickson TN 37055</p> <p style="font-size: small;">(Street Address) (City) (State/Country/Zip Code)</p> <p style="text-align: center; font-size: 1.2em;">Dickson</p> <p style="font-size: small;">(County)</p>	
<p>3. List the name and complete address of each organizer of this Limited Liability Company</p> <p style="text-align: center; font-size: 1.2em;">Bart Howard 201 Skyline Drive Dickson, TN 37055</p> <p style="font-size: small;">(Name) (Include Street Address, City, State and Zip Code)</p> <p style="text-align: center; font-size: 1.2em;">Janet Howard 201 Skyline Drive Dickson, TN 37055</p> <p style="font-size: small;">(Name) (Street Address, City, State and Zip Code)</p> <p style="font-size: small;">(Name) (Street Address, City, State and Zip Code)</p>	
<p>4. The Limited Liability Company will be. (NOTE: PLEASE MARK APPLICABLE BOX)</p> <p><input type="checkbox"/> Board Managed <input checked="" type="checkbox"/> Member Managed</p>	
<p>5. Number of members at the date of filing <u>2</u></p>	
<p>6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is.</p> <p>Date _____, Time _____ (Not to exceed 90 days.)</p>	
<p>7. The complete address of the Limited Liability Company's principal executive office is.</p> <p style="text-align: center; font-size: 1.2em;">201 Skyline Drive Dickson, TN 37055</p> <p style="font-size: small;">(Street Address) (City) (State/Country/Zip Code)</p>	
<p>8. Period of Duration: <u>Perpetual</u></p>	
<p>9. Other Provisions.</p>	
<p><u>2/4/2000</u></p> <p>Signature Date</p> <p>_____ Signer's Capacity</p>	<p style="text-align: center; font-size: 1.5em;">Bart W. Howard</p> <p>Signature (manager or member authorized to sign by the Limited Liability Company)</p> <p style="text-align: center; font-size: 1.2em;">BART W. HOWARD</p> <p>Name (typed or printed)</p>

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

ISSUANCE DATE: 05/05/2004
REQUEST NUMBER: 04126126

FILE/REGISTRATION DATE: 02/08/2000
STATUS: ACTIVE
CONTROL NUMBER: 0384308
JURISDICTION: TENNESSEE

TO:
CORPORATION GUARANTEE AND TRUST CO
AT: TERESA MAGEE
3331 STREET RD
BENSALEM, PA 19020

REQUESTED BY:
CORPORATION GUARANTEE AND TRUST CO
AT: TERESA MAGEE
3331 STREET RD
BENSALEM, PA 19020

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"TENNESSEE TELEPHONE SERVICE, LLC"

WAS FORMED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE
DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN THIS OFFICE ON THE
DATE(S) AS BELOW INDICATED.

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
4700-0405	01/16/2003	LLC ASSUME NAME	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 05/05/04

FEES

FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

RECEIVED: \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003497526
ACCOUNT NUMBER: 00362848



SS-4458

Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

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FILE/REGISTRATION DATE: 02/08/2000
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TO:
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BENSALEM, PA 19020

REQUESTED BY:
CORPORATION GUARANTEE AND TRUST CO
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BENSALEM, PA 19020

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DATE(S) AS BELOW INDICATED.

REFERENCE	DATE FILED	FILING TYPE	FILING ACTION
NUMBER			NAM DUR STK PRN OFC AGT INC MAL FYC
4700-0405	01/16/2003	LLC ASSUME NAME	

FOR: REQUEST FOR COPIES

ON DATE: 05/05/04

FEES

FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

RECEIVED: \$20.00 \$0.00
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SS-4458

Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 04/26/04

REQUEST NUMBER: 5120-0809

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 04/23/04 0846

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0384308

TO:
CORPORATION GUARANTEE & TRUST CO
3331 STREET RD
STE 110
BENSALEM, PA 19020

RE:
FREEDOM COMMUNICATIONS USA, LLC
APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

ON DATE: 04/26/04

FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003487342
ACCOUNT NUMBER: 00362848



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 04/26/04

REQUEST NUMBER: 5120-0809

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 04/23/04 0846

EFFECTIVE DATE/TIME:

CONTROL NUMBER: 0384308

TO:
CORPORATION GUARANTEE & TRUST CO
3331 STREET RD
STE 110
BENSALEM, PA 19020

RE:
FREEDOM COMMUNICATIONS USA, LLC
APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

ON DATE: 04/26/04

FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

RECEIVED: FEES
\$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003487342
ACCOUNT NUMBER: 00362848



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

For Office Use Only
FILED

Pursuant to the provisions of § 48-207-101 (d) of the Tennessee Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application

1 The true name of the Limited Liability Company is TENNESSEE TELEPHONE SERVICE, LLC

2 The state or country of organization is Tennessee

3 The Limited Liability Company intends to transact business under an assumed Limited Liability Company name

4 The assumed Limited Liability Company name the Limited Liability Company proposes to use is
FREEDOM COMMUNICATIONS USA, LLC

NOTE: The assumed Limited Liability Company name must meet the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act.

4/1/2004
Signature Date

CEO
Signer's Capacity

TENNESSEE TELEPHONE SERVICE, LLC
Name of Limited Liability Company

MATTHEW T. DAVIS
Signature

MATTHEW T. DAVIS
Name (typed or printed)

RECEIVED
7001 APR 23 4:46 PM
RILEY DARRIN
SECRETARY OF STATE

0384308

Attachment B



March 22, 2004

Mr. Matt Davis

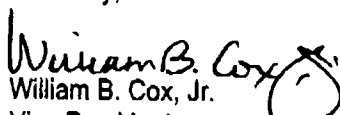
Freedom Communications USA
P.O. Box 1995
Dickson, TN 37056

Dear Mr. Davis,

The purpose of this letter is to confirm that Freedom Communications, USA currently has a \$200,000.00 line of credit with an available balance of \$113,078.55. The line of credit was originally dated December 22, 2003 and matures December 22, 2004.

Should you require any additional information, please call

Sincerely,


William B. Cox, Jr.
Vice President

Attachment C

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN THE MATTER OF THE APPLICATION
OF TENNESSEE TELEPHONE SERVICE,
LLC D/B/A FREEDOM COMMUNICATIONS,
LLC D/B/A FREEDOM COMMUNICATIONS
USA, LLC FOR A CERTIFICATE TO
PROVIDE COMPETING LOCAL
TELECOMMUNICATION SERVICES
AND INTEREXCHANGE SERVICES**

PRE-FILED TESTIMONY OF MATT DAVIS

I, Matt Davis, do hereby testify as follows in support of the application of Tennessee Telephone Service, LLC, d/b/a Freedom Communications, LLC, d/b/a Freedom Communications USA, LLC ("Freedom") for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is Matt Davis. My business address is Tennessee Telephone Service, LLC, d/b/a Freedom Communications, LLC, d/b/a Freedom Communications USA, LLC, 201 Skyline Drive, Dickson, TN 37055. I serve as Chief Executive Officer of Freedom.

Q: Please briefly describe your duties.

A: My main duties include ensuring that cash needs suffice to continue to service our customer base now and in the future, making certain that Freedom remains profitable, growing Freedom's customer base by developing new sales channels and capitalizing on existing ones, developing a corporate identity, servicing existing customers so that we meet our retention goals, and making sure areas run efficiently in conjunction with targeted costs.

Q: Please describe your business experience and educational background.

A: I have over ten years experience in the financial services industry during which time I served as an officer with PFIC Securities Corporation. In May of 2000, I started EruComp, Inc. EruComp, Inc. hosts a web-based subscription service that gives 3rd through 8th grade students practice for the year-end tests federally mandated by the No Child Left Behind Act. I received a B.A. in Finance from the University of Notre Dame.

Q: Are all statements in Freedom's Application true and correct to the best of your knowledge, information and belief?

A: To the best of my knowledge, information and belief, all statements in Freedom's Application appear true and correct.

Q: Please describe the current corporate structure of Freedom.

A: Freedom is a limited liability company organized under the laws of the State of Tennessee.

Q: Does Freedom possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes. Freedom possesses the requisite managerial, financial, and technical abilities to provide the services contemplated by this Application.

Q: Please describe Freedom's financial qualifications.

A: In evidence of Freedom's financial qualification and resources to offer telecommunications services in Tennessee, we submit financial information in Exhibit F. As Exhibit F illustrates, the Company's total income for the year 2003 exceeds \$770,000.00 with Gross profits around \$350,000.00. Certain variable expenses cause the Company's net income to run in the negative for the year 2003. We do not expect a similar negative result for year 2004.

Q: Please describe Freedom's managerial and technical qualifications.

A: The senior management of Freedom has great depth in the telecommunications industry and offer extensive technical and managerial expertise to Freedom pertaining to the telecommunications business. The managerial and technical qualifications of Freedom's key officers include the following:

Mr. Bart Howard serves as President of Freedom. Mr. Howard has over 30 years experience starting, owning, and operating businesses primarily in the credit and collection business. Notably, Mr. Howard started National Check Network, Inc. in 1994 with nine other investors, which is currently the 5th largest check verification company in the nation and subsequently sold his shares in the company in 2001 to Electronic Clearing House (ECHO-NASDAQ). Mr. Howard founded Tennessee Telephone Service in 1998.

I currently serve as CEO. I have over ten years experience in the financial services industry during which time I served as an officer with PFIC Securities Corporation. PFIC was purchased during my tenure and is now Union Planters Financial Services. In May of 2000, I started EruComp, Inc. which hosts a web-based subscription service that gives 3rd thru 8th grade students practice for the year-end tests federally mandated by the No Child Left Behind Act. I received my B.A. in Finance from the University of Notre Dame.

Janice Cauthern is *COO* Ms. Cauthern is a telecommunications veteran, having spent over twenty-five years in the industry. Twenty-two of those years were spent with BellSouth where Ms. Cauthern's responsibilities included customer service, directory assistance, and training. Ms. Cauthern received numerous customer service awards during her time with BellSouth and extensive certification in different operational areas.

Q: What services will Freedom offer?

A: Freedom's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, Freedom plans to offer basic access line service, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (b) and (c).

Q: Will Freedom offer service to all consumers within its service area?

A: Yes. Freedom will offer service to all consumers within its service area. Freedom intends to market to business and residential customers.

Q: Will the granting of a certificate of convenience and necessity to Freedom serve the public interest?

A: Yes. The public will benefit both directly, through the use of the competitive services to be offered by Freedom and indirectly, because Freedom's presence in Tennessee will increase the incentive for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Granting of a certificate of convenience and necessity to Freedom will further enhance the service options available to Tennessee citizens.

Q: Does Freedom intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes. Freedom intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

Q: Has any state ever denied Freedom or one of its affiliates authorization to provide intrastate service?

A: No. Freedom has not ever been denied authority to provide intrastate service by any State or jurisdiction.

Q: Has any state ever revoked the certification of Freedom or one of its affiliates?

A: No. Freedom's certification has not ever been revoked in any state or jurisdiction.

Q: Has Freedom or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: Freedom has not ever been investigated or sanctioned by any regulatory authority for service or billing irregularities.

Q: Who is knowledgeable about Freedom's operations and will serve as Freedom's regulatory and customer service contact?

A: Janice Cauthern.

Q: Please explain in detail Freedom's proposed procedures for responding to information requests from the TRA and its staff.

A: Freedom's attorney or company staff will respond to information requests from the TRA and its staff.

Q: Does this conclude your testimony?

A: Yes, it does.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Matt Davis
CEO
Tennessee Telephone Service, LLC
d/b/a Freedom Communications, LLC
d/b/a Freedom Communications USA, LLC

Subscribed and sworn to me this ____ day of _____, 20____.

Notary Public _____
State of _____
County of _____
My commission expires _____